

♥ 000416 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
DENAC NEDERLAND B.V.

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OTHER INCOME	1,501	1,340
	-----	-----
Total	1,501	1,340
	=====	=====

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Tax Year Ended 12/31/2001

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Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	142,295	127,034
GENERAL STATIONARY AND SU	1,023	913
TELEPHONE COMMUNICATIONS	15,483	13,822
EXPENSE TRANSFERS	-225,581	-201,387
OTHER DEDUCTIONS	6,956	6,210
Total	-59,824	-53,408

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W. R. GRACE & CO. & SUBSIDIARIES
DENAC NEDERLAND B.V.

Tax Year Ended 12/31/2001

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Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
-----	-----	-----
OTHER PREPAYMENTS AND OTH	4,101	4,986
	-----	-----
Total	4,101	4,986
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES
DENAC NEDERLAND B.V.

Tax Year Ended 12/31/2001

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Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
INVEST. IN CONSOL. SUBS	696,909	661,470
MISCELLANEOUS INVESTMENTS	106,744	101,317
Total	803,653	762,787

Statement 5
65-0773649000416 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
DENAC NEDERLAND B.V.

Tax Year Ended 12/31/2001

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Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
-----	-----	-----
DEFERRED CHARGES		20,311
	-----	-----
Total	0	20,311
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES
DENAC NEDERLAND B.V.

Statement 6
65-0773649

Tax Year Ended 12/31/2001

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Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE	18,082	5,088
INCOME TAXES PAYABLE	168,466	9,095
ACCRUED CURRENT LIABILITY	53,210	61,137
INTER CORPORATE BAL. WITH	-18,065	-70,909
OTHER CURRENT LIABILITIES		20,299
Total	221,693	24,710

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W. R. GRACE & CO. & SUBSIDIARIES
DENAC NEDERLAND B.V.

Tax Year Ended 12/31/2001

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Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
NON CURRENT DEFERRED TAX	-55,380	-27,333
	-----	-----
Total	-55,380	-27,333
	=====	=====

Form **5471**

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service

Information Return of U.S. Persons With Respect To Certain Foreign Corporations

► See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by section 998) (see instructions) beginning **01/01**, 20**01**, and ending **12/31**, 20**01**

OMB No. 1545-0704

File in Duplicate

(see When and
Where To File in the
instructions)

Name of person filing this return W. R. GRACE & CO. & SUBSIDIARIES		A Identifying number 65-0773649
Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address) 5400 BROKEN SOUND BLVD. - SUITE 300		B Category of filer (See instructions. Check applicable box(es)): 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input checked="" type="checkbox"/> 5 <input checked="" type="checkbox"/>
City or town, state, and ZIP code BOCA RATON, FL 33487		C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period 100%
Filer's tax year beginning 01/01 , 20 01 , and ending 12/31 , 20 01		

D Person(s) on whose behalf this information return is filed:					
(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporation STORM VAN BENTEM C/O J.M.P. DE BIESTRAAT 24 1827PA ALKMAAR, THE NETHERLANDS				b Employer identification number, if any	
				c Country under whose laws incorporated NETHERLANDS	
d Date of incorporation 7/1/55	e Principal place of busn. NETHERLANDS	f Principal business activity code number 325900	g Principal business activity OTHER CHEMICAL PRODUCT MFG	h Functional currency Euro	

2 Provide the following information for the foreign corporation's accounting period stated above.			
a Name, address, and identifying number of branch office or agent (if any) in the United States NONE		b If a U.S. income tax return was filed, please show:	
		(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
c Name and address of foreign corporation's statutory or resident agent in country of incorporation		d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different H C DETTMER	

Schedule A Stock of the Foreign Corporation

Part I — ALL Classes of Stock

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	78	78

Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

Form 5471 (Rev. 5-2001)

STORM VAN BENTEM

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 NETHERLANDS	6,259.	0.8927500	5,588.
3			
4			
5			
6			
7			
8 Total			5,588.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
		1	2
1 Cash		125,049.	95,563.
2a Trade notes and accounts receivable		2,291.	1,649.
b Less allowance for bad debts		()	(0.)
3 Inventories			
4 Other current assets (attach schedule)		0.	0.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)		0.	0.
8a Buildings and other depreciable assets			
b Less accumulated depreciation		()	()
9a Depletable assets			
b Less accumulated depletion		()	()
10 Land (net of any amortization)			
11 Intangible assets:			
a Goodwill			
b Organization costs			
c Patents, trademarks, and other intangible assets			
d Less accumulated amortization for lines 11a, b, and c		()	()
12 Other assets (attach schedule)		0.	0.
13 Total assets		127,340.	97,212.
Liabilities and Stockholders' Equity			
14 Accounts payable		12,196.	
15 Other current liabilities (attach schedule)	SEE STATEMENT 2	208,083.	172,538.
16 Loans from stockholders and other related persons		-421,940.	-400,484.
17 Other liabilities (attach schedule)		0.	0.
18 Capital stock:			
a Preferred stock			
b Common stock		16,456.	15,618.
19 Paid-in or capital surplus (attach reconciliation)		680,454.	645,852.
20 Retained earnings		-367,909.	-336,312.
21 Less cost of treasury stock		()	()
22 Total liabilities and stockholders' equity		127,340.	97,212.

Form 5471 (Rev. 5-2001)

Schedule G Other Information

Yes No

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ Yes ☒ No
 If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ Yes ☒ No
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ Yes ☒ No
 If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

Schedule H Current Earnings and Profits (See the instructions.)

Important: Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account.	1	14,602.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		Net Additions	Net Subtractions
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		
f	Inventory adjustments		
g	Taxes	0.	0.
h	Other (attach schedule)	0.	
3	Total net additions		0.
4	Total net subtractions		0.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)	5a	14,602.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c	Combine lines 5a and 5b	5c	14,602.
d	Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions).	5d	13,036.
	Enter exchange rate used for line 5d ▶		0.8927500

Schedule I Summary of Shareholder's Income From Foreign Corporation (See the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income.	8	

Yes No

- Was any income of the foreign corporation blocked? ☐ Yes ☒ No
- Did any such income become unblocked during the tax year (see section 964(b))? ☐ Yes ☒ No
- If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

STORM VAN BENTEM

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	-553,064.					-553,064.
2a Current year E&P	14,603.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	-538,461.					
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-538,461.	0.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	-538,461.	0.	0.	0.	0.	-538,461.

For Paperwork Reduction Act Notice, see the instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

SCHEDULE M
(Form 5471)
(Rev. May 2001)
Department of the Treasury
Internal Revenue Service

**Transactions Between Controlled Foreign Corporation
and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ **Attach to Form 5471. See instructions for Form 5471.**

Name of person filing Form 5471
W. R. GRACE & CO. & SUBSIDIARIES

Identifying number
65-0773649

Name of foreign corporation
STORM VAN BENTEM

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ **EURO .89275**

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)					
2 Sales of property rights (patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services					
4 Commissions received					
5 Rents, royalties, and license fees received					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
7 Interest received			14,365.		
8 Premiums received for insurance or reinsurance					
9 Add lines 1 through 8	0.	0.	14,365.	0.	0.
10 Purchases of stock in trade (inventory)					
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services					
14 Commissions paid					
15 Rents, royalties, and license fees paid					
16 Dividends paid					
17 Interest paid					
18 Add lines 10 through 17	0.	0.	0.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions ...					
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions ...			441,874.		

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

Statement 1
65-0773649♥ 000740 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
STORM VAN BENTEM

Tax Year Ended 12/31/2001

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Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	33,235	29,671
TELEPHONE COMMUNICATIONS	1,253	1,119
EXPENSE TRANSFERS	-34,710	-30,987
Total	-222	-197

000740 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
STORM VAN BENTEM

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
INCOME TAXES PAYABLE	-5,186	-3,287
ACCRUED CURRENT LIABILITI	203,512	179,933
INTER CORPORATE BAL. WITH	9,757	-4,108
Total	208,083	172,538

000641 09/03/2002

Form **5471**

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

File In Duplicate
(see When and
Where To File in the
instructions)

Name of person filing this return

W. R. GRACE & CO. & SUBSIDIARIES

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

A Identifying number

65-0773649

B Category of filer (See instructions. Check applicable box(es)):1 ☐ 2 ☐ 3 ☐ 4 ☒ 5 ☒**C** Enter the total percentage of the foreign corporation's voting stock

you owned at the end of its annual accounting period 100.000000 %

Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.**1a** Name and address of foreign corporation

W.R. GRACE N.V. (NETH.)

DE RUYTERKADE 62,

CURACAO, NETHERLANDS ANTILLES

b Employer identification number, if any**c** Country under whose laws incorporated
NETHERLANDS ANTILLES**d** Date of incorporation

07/10/80

e Principal place of busn.

NETHERLANDS ANTILLES

f Principal business activity
code number**g** Principal business activity

INACTIVE

h Functional currency

U.S. Dollar

2 Provide the following information for the foreign corporation's accounting period stated above.**a** Name, address, and identifying number of branch office or agent
(if any) in the United States

NONE

b If a U.S. income tax return was filed, please show:

(i) Taxable income or (loss)

(ii) U.S. income tax paid
(after all credits)**c** Name and address of foreign corporation's statutory or resident
agent in country of incorporation**d** Name and address (including corporate department, if applicable) of
person (or persons) with custody of books & records of the foreign
corporation, and the location of such books and records, if different

CORP. ACCOUNTING, C/O W.R. GRACE & CO.

Schedule A Stock of the Foreign Corporation**Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	200	200

Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

CAA

1 54711

NTF 35686

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Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
I N C O M E	1a Gross receipts or sales	1a	
	b Returns and allowances	1b	
	c Subtract line 1b from line 1a	1c	0 . 0 .
	2 Cost of goods sold	2	
	3 Gross profit (subtract line 2 from line 1c)	3	0 . 0 .
	4 Dividends	4	
	5 Interest	5	
	6 Gross rents, royalties, and license fees	6	
	7 Net gain or (loss) on sale of capital assets	7	
8 Other income (attach schedule)	8	0 . 0 .	
9 Total income (add lines 3 through 8)	9	0 . 0 .	
D E D U C T I O N S	10 Compensation not deducted elsewhere	10	
	11 Rents, royalties, and license fees	11	
	12 Interest	12	
	13 Depreciation not deducted elsewhere	13	
	14 Depletion	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15	
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes)	16	0 . 0 .
	17 Total deductions (add lines 10 through 16)	17	0 . 0 .
I N C O M E	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18	0 . 0
	19 Extraordinary items and prior period adjustments (see instructions)	19	
	20 Provision for income, war profits, and excess profits taxes (see instructions)	20	
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21	0 . 0

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 NETHERLANDS ANTILLES			0.
3			
4			
5			
6			
7			
8 Total			0.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash	1		
2a Trade notes and accounts receivable	2a		
b Less allowance for bad debts	2b	()	()
3 Inventories	3		
4 Other current assets (attach schedule)	4	0.	0.
5 Loans to stockholders and other related persons	5	81,511,560.	81,511,560.
6 Investment in subsidiaries (attach schedule)	6		
7 Other investments (attach schedule)	7	0.	0.
8a Buildings and other depreciable assets	8a		
b Less accumulated depreciation	8b	()	()
9a Depletable assets	9a		
b Less accumulated depletion	9b	()	()
10 Land (net of any amortization)	10		
11 Intangible assets:			
a Goodwill	11a		
b Organization costs	11b		
c Patents, trademarks, and other intangible assets	11c		
d Less accumulated amortization for lines 11a, b, and c	11d	()	()
12 Other assets (attach schedule)	12	0.	0.
13 Total assets	13	81,511,560.	81,511,560.
Liabilities and Stockholders' Equity			
14 Accounts payable	14		
15 Other current liabilities (attach schedule)	15	0.	0.
16 Loans from stockholders and other related persons	16		
17 Other liabilities (attach schedule)	17	0.	0.
18 Capital stock:			
a Preferred stock	18a		
b Common stock	18b	20,000.	20,000.
19 Paid-in or capital surplus (attach reconciliation)	19	76,980,000.	76,980,000.
20 Retained earnings	20	4,511,560.	4,511,560.
21 Less cost of treasury stock	21	()	()
22 Total liabilities and stockholders' equity	22	81,511,560.	81,511,560.

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Schedule G Other Information

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ Yes ☒ No
If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ Yes ☒ No
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ Yes ☒ No
If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

Schedule H Current Earnings and Profits (See the instructions.)

Important: Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account	1	
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		Net Additions	Net Subtractions
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		
f	Inventory adjustments		
g	Taxes		
h	Other (attach schedule)	0.	0.
3	Total net additions	0.	
4	Total net subtractions		0.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)	5a	0.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c	Combine lines 5a and 5b	5c	0.
d	Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions)	5d	0.
Enter exchange rate used for line 5d ▶		1.0000000	

Schedule I Summary of Shareholder's Income From Foreign Corporation (See the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income	8	

• Was any income of the foreign corporation blocked? ☐ Yes ☒ No

• Did any such income become unblocked during the tax year (see section 984(b))? ☐ Yes ☒ No

If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J
(Form 5471)**(Rev. May 2001)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W.R. GRACE N.V. (NETH.)

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	0.					0.
2a Current year E&P						
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	0.					
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	0.	0.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	0.	0.	0.	0.	0.	0.

For Paperwork Reduction Act Notice, see the instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

SCHEDULE M
(Form 5471)
 (Rev. May 2001)
 Department of the Treasury
 Internal Revenue Service

**Transactions Between Controlled Foreign Corporation
 and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W.R. GRACE N.V. (NETH.)

Important: Complete a **separate** Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ U.S. Dollar 1.0000000

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)					
2 Sales of property rights (patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services.					
4 Commissions received					
5 Rents, royalties, and license fees received.					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income).					
7 Interest received					
8 Premiums received for insurance or reinsurance.					
9 Add lines 1 through 8	0.	0.	0.	0.	0.
10 Purchases of stock in trade (inventory)					
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services.					
14 Commissions paid.					
15 Rents, royalties, and license fees paid.					
16 Dividends paid					
17 Interest paid					
18 Add lines 10 through 17	0.	0.	0.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions ...					
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions ...		81,511,560.			

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

000819 09/03/2002

Form **5471**

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

File in Duplicate
(see When and
Where To File in the
instructions)**Name of person filing this return**

W. R. GRACE & CO. & SUBSIDIARIES

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

A Identifying number

65-0773649

B Category of filer (See instructions. Check applicable box(es)):1 ☐ 2 ☐ 3 ☐ 4 ☒ 5 ☒**C Enter the total percentage of the foreign corporation's voting stock**

you owned at the end of its annual accounting period 100 %

Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.**1a Name and address of foreign corporation**

GRACE (NZ) LTD.

20 MOHUA CRESCENT

PORIRUA, NEW ZEALAND

b Employer identification number, if any**c Country under whose laws incorporated**

NEW ZEALAND

d Date of incorporation

1/16/98

e Principal place of busn.

NEW ZEALAND

**f Principal business activity
code number**

325900

g Principal business activity

OTHER CHEMICAL

PRODUCT MFG

h Functional currency

New Zealand Dollar

2 Provide the following information for the foreign corporation's accounting period stated above.**a Name, address, and identifying number of branch office or agent
(if any) in the United States****b If a U.S. income tax return was filed, please show:**

(i) Taxable income or (loss)

(ii) U.S. income tax paid
(after all credits)**c Name and address of foreign corporation's statutory or resident
agent in country of incorporation****d Name and address (including corporate department, if applicable) of
person (or persons) with custody of books & records of the foreign
corporation, and the location of such books and records, if different**

TOM PORTER

Schedule A Stock of the Foreign Corporation**Part I -- ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
ORDINARY	100	100

Part II -- Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

Form 5471 (Rev. 5-2001)

Schedule B **U.S. Shareholders of Foreign Corporation** (See the instructions.)

Schedule C **Income Statement** (See the instructions.)

		Functional Currency	U.S. Dollars
INCOME	1a Gross receipts or sales	4,064,426.	1,700,922.
	b Returns and allowances	9,660.	4,043.
	c Subtract line 1b from line 1a	4,054,766.	1,696,879.
	2 Cost of goods sold	2,129,009.	890,969.
	3 Gross profit (subtract line 2 from line 1c)	1,925,757.	805,910.
	4 Dividends		
	5 Interest	32,866.	13,754.
	6 Gross rents, royalties, and license fees		
	7 Net gain or (loss) on sale of capital assets		
8 Other income (attach schedule) SEE STATEMENT. 1.	-196,697.	-82,316.	
9 Total income (add lines 3 through 8)	1,761,926.	737,348.	
DEDUCTIONS	10 Compensation not deducted elsewhere	197,927.	82,830.
	11 Rents, royalties, and license fees	159,969.	66,945.
	12 Interest	13,549.	5,670.
	13 Depreciation not deducted elsewhere	60,568.	25,347.
	14 Depletion		
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	33,193.	13,891.
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) SEE STATEMENT. 2.	722,588.	302,397.
	17 Total deductions (add lines 10 through 16)	1,187,794.	497,080.
	NET INCOME	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	574,132.
19 Extraordinary items and prior period adjustments (see instructions)			
20 Provision for income, war profits, and excess profits taxes (see instructions)		190,940.	79,907.
21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20)		383,192.	160,361.

Form 5471 (Rev. 5-2001)

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 NEW ZEALAND	190,528.	0.4360252	83,075.
3			
4			
5			
6			
7			
8 Total			83,075.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		354,562.	230,294.
2a Trade notes and accounts receivable		200,150.	198,288.
b Less allowance for bad debts		(-305,010.)	(3,106.)
3 Inventories		89,419.	168,229.
4 Other current assets (attach schedule) SEE STATEMENT 3		12,118.	31,918.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)		0.	0.
8a Buildings and other depreciable assets		539,932.	537,382.
b Less accumulated depreciation		(234,002.)	(241,396.)
9a Depletable assets			
b Less accumulated depletion			
10 Land (net of any amortization)		196,121.	183,172.
11 Intangible assets:			
a Goodwill			
b Organization costs			
c Patents, trademarks, and other intangible assets			
d Less accumulated amortization for lines 11a, b, and c			
12 Other assets (attach schedule) SEE STATEMENT 4		62,462.	71,130.
13 Total assets		1,525,772.	1,175,911.
Liabilities and Stockholders' Equity			
14 Accounts payable		26,357.	76,000.
15 Other current liabilities (attach schedule) SEE STATEMENT 5		822,485.	266,208.
16 Loans from stockholders and other related persons		119,870.	111,236.
17 Other liabilities (attach schedule) SEE STATEMENT 6		0.	14,002.
18 Capital stock:			
a Preferred stock			
b Common stock		188,275.	175,844.
19 Paid-in or capital surplus (attach reconciliation)			0.
20 Retained earnings		368,785.	532,621.
21 Less cost of treasury stock			
22 Total liabilities and stockholders' equity		1,525,772.	1,175,911.

Form 5471 (Rev. 5-2001)

Page 4

Schedule G Other Information

Yes No

- 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in a foreign partnership? ☐ Yes ☒ No
 If "Yes," see the instructions for required attachment.
- 2 During the tax year, did the foreign corporation own an interest in any trust? ☐ Yes ☒ No
- 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3? ☐ Yes ☒ No
 If "Yes," attach a statement listing the name, country under whose laws the entity was organized, and EIN (if any) of each entity.

Schedule H Current Earnings and Profits (See the instructions.)

Important: Enter the amounts on lines 1 through 5c in functional currency.

1	Current year net income or (loss) per foreign books of account.		383,192.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		Net Additions	Net Subtractions
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		
f	Inventory adjustments		
g	Taxes	412.	
h	Other (attach schedule)	1.	0.
3	Total net additions	413.	
4	Total net subtractions		0.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)		383,605.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)		
c	Combine lines 5a and 5b		383,605.
d	Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations) (see instructions).		160,535.
	Enter exchange rate used for line 5d	0.4184900	

Schedule I Summary of Shareholder's Income From Foreign Corporation (See the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)		
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)		
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)		
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)		
5	Factoring income		
6	Total of lines 1 through 5. Enter here and on your income tax return. See instructions		0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))		
8	Exchange gain or (loss) on a distribution of previously taxed income.		

Yes No

- Was any income of the foreign corporation blocked? ☐ Yes ☒ No
 - Did any such income become unblocked during the tax year (see section 964(b))? ☐ Yes ☒ No
- If the answer to either question is "Yes," attach an explanation.

**SCHEDULE J
(Form 5471)**

(Rev. May 2001)
Department of the Treasury
Internal Revenue Service

**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE (NZ) LTD.

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	1,624,698.	482,359.				2,107,057.
2a Current year E&P	383,605.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	2,008,303.	482,359.				
4 Amounts included under sec. 951(a) or reclassified under section 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	2,008,303.	482,359.				
7 Balance at end of year. (Enter amount from line 6a / line 6b, whichever is applic.)	2,008,303.	482,359.	0.	0.	0.	2,490,662.

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule J (Form 5471) (Rev. 5-2001)

SCHEDULE M
(Form 5471)
(Rev. May 2001)
Department of the Treasury
Internal Revenue Service

**Transactions Between Controlled Foreign Corporation
and Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471. See instructions for Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE (NZ) LTD.

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ New Zealand Dollar 0.4184900

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)		181,397.	275,463.		
2 Sales of property rights (patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services					
4 Commissions received					
5 Rents, royalties, and license fees received					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
7 Interest received					
8 Premiums received for insurance or reinsurance					
9 Add lines 1 through 8	0.	181,397.	275,463.	0.	0.
10 Purchases of stock in trade (inventory)			3,852.		
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services			148,408.		
14 Commissions paid					
15 Rents, royalties, and license fees paid		25,549.			
16 Dividends paid					
17 Interest paid			4,562.		
18 Add lines 10 through 17	0.	25,549.	156,822.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions			119,409.		
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions					

For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 5-2001)

♥ 000819 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE (NZ) LTD.

Statement 1
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OPERATING REVENUE	19,925	8,338
OTHER INCOME	-216,622	-90,654
-----	-----	-----
Total	-196,697	-82,316
	=====	=====

000819 09/03/2002
 W. R. GRACE & CO. & SUBSIDIARIES
 GRACE (NZ) LTD.

Statement 2
 65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	76,171	31,877
CHARITABLE DEDUCTIONS	300	126
ADVERTISING	14,008	5,862
GENERAL STATIONARY AND SU	7,061	2,955
TELEPHONE COMMUNICATIONS	141,754	59,323
OPERATING COSTS	59,578	24,933
UTILITIES	3,703	1,550
REPAIRS AND MAINTENANCE	5,951	2,490
INSURANCE	46,000	19,251
SERVICE CHARGES	9,150	3,829
INTER CORP. - OTHER EXP.		150,201
EXPENSE TRANSFERS	1	
INTER CORP. - OTHER EXP.	358,911	
Total	722,588	302,397

000819 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE (NZ) LTD.

Statement 3
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 4.-- Other Current Assets

Detail Description	Beginning	Ending
OTHER PREPAYMENTS AND OTH	11,969	11,916
CURRENT DEFERRED TAXES	149	20,002
Total	12,118	31,918

000819 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE (NZ) LTD.

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
DEFERRED CHARGES	57,985	71,130
NON CURRENT DEFERRED TAXE	4,477	
Total	62,462	71,130

000819 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE (NZ) LTD.

Statement 5
65-0773649

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE	353,062	25,672
INCOME TAXES PAYABLE	180,656	-56,729
ACCRUED CURRENT LIABILITIES	98,366	61,580
INTER CORPORATE BAL. WITH	190,401	235,685
Total	822,485	266,208

000819 09/03/2002
W. R. GRACE & CO. & SUBSIDIARIES
GRACE (NZ) LTD.

Tax Year Ended 12/31/2001

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
NON CURRENT DEFERRED TAX		14,002
Total	0	14,002

000766 09/03/2002

Form **5471**

(Rev. May 2001)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

► See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2001, and ending 12/31, 2001

OMB No. 1545-0704

File in Duplicate

(see When and
Where To File in the
instructions)

Name of person filing this return

W. R. GRACE & CO. & SUBSIDIARIES

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

City or town, state, and ZIP code

BOCA RATON, FL 33487

A Identifying number

65-0773649

B Category of filer (See instructions. Check applicable box(es)):1 ☐ 2 ☐ 3 ☐ 4 ☒ 5 ☒**C** Enter the total percentage of the foreign corporation's voting stock

you owned at the end of its annual accounting period 100 %

Filer's tax year beginning 01/01, 2001, and ending 12/31, 2001

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information must be in the English language. All amounts must be stated in U.S. dollars unless otherwise indicated.**1a** Name and address of foreign corporation

W.R. GRACE (PHILIPPINES)

SILANGANG CANLUBANG INDUSTRIAL PARK

CANLUBAG, CALAMBA, LAGUNA, PHILIPPINES

b Employer identification number, if any**c** Country under whose laws incorporated

PHILIPPINES

d Date of incorporation

11/23/65

e Principal place of busn.

PHILIPPINES

f Principal business activity
code number

325900

g Principal business activityOTHER CHEMICAL
PRODUCT MFG**h** Functional currency

Philippines Peso

2 Provide the following information for the foreign corporation's accounting period stated above.**a** Name, address, and identifying number of branch office or agent
(if any) in the United States

NONE

b If a U.S. income tax return was filed, please show:

(i) Taxable income or (loss)

(ii) U.S. income tax paid
(after all credits)**c** Name and address of foreign corporation's statutory or resident
agent in country of incorporation

OSEAS F. MADUCDOC

13 DIAMON STREET, CAMELLA 3C

LAS PINAS CITY, PHILIPPINES

d Name and address (including corporate department, if applicable) of
person (or persons) with custody of books & records of the foreign
corporation, and the location of such books and records, if different

GUILLERMO D. SAMALEA, JR.

510 MODERN VILLAGE, P. RIZAL

CALAMBA, LAGUNA, PHILIPPINES

Schedule A Stock of the Foreign Corporation**Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	15,500	15,500

Part II — Additional Information for Preferred Stock

(To be completed only by Category 1 filers for foreign personal holding companies)

(a) Description of each class of Preferred stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see the separate instructions.

Form **5471** (Rev. 5-2001)

[illegible]

100

Schedule C **Income Statement** (See the instructions.)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
INCOME	1a Gross receipts or sales	1a 322,693,033.	6,337,691.
	b Returns and allowances	1b 7,342,240.	144,202.
	c Subtract line 1b from line 1a	1c 315,350,793.	6,193,489.
	2 Cost of goods sold	2 218,364,946.	4,288,688.
	3 Gross profit (subtract line 2 from line 1c)	3 96,985,847.	1,904,801.
	4 Dividends	4	
	5 Interest	5 -14,871,050.	-292,068.
	6 Gross rents, royalties, and license fees	6 28,546,959.	560,662.
	7 Net gain or (loss) on sale of capital assets	7	
8 Other income (attach schedule) SEE. STATEMENT. 1	8 -6,897,237.	-135,462.	
9 Total income (add lines 3 through 8)	9 103,764,519.	2,037,933.	
DEDUCTIONS	10 Compensation not deducted elsewhere	10 46,163,321.	906,648.
	11 Rents, royalties, and license fees	11 10,119,021.	198,738.
	12 Interest	12	
	13 Depreciation not deducted elsewhere	13 11,077,896.	217,570.
	14 Depletion	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15 1,922,827.	37,764.
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) SEE. STATEMENT. 2	16 47,079,576.	924,642.
	17 Total deductions (add lines 10 through 16)	17 116,362,641.	2,285,362.
INCOME	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18 -12,598,122.	-247,429.
	19 Extraordinary items and prior period adjustments (see instructions)	19	
	20 Provision for income, war profits, and excess profits taxes (see instructions)	20 904,383.	17,762.
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21 -13,502,505.	-265,191.

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Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 Philippines	1,040,629.	0.0194200	20,209.
3			
4			
5			
6			
7			
8 Total			20,209.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See the instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		446,445.	653,594.
2a Trade notes and accounts receivable		1,708,110.	1,433,414.
b Less allowance for bad debts		(123,372.)	(138,966.)
3 Inventories		1,117,372.	870,288.
4 Other current assets (attach schedule)	SEE STATEMENT 3	56,182.	22,354.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)	SEE STATEMENT 4	63,825.	48,088.
8a Buildings and other depreciable assets		3,113,203.	2,930,929.
b Less accumulated depreciation		(1,810,558.)	(1,836,775.)
9a Depletable assets			
b Less accumulated depletion			
10 Land (net of any amortization)			
11 Intangible assets:			
a Goodwill		78,171.	75,639.
b Organization costs			
c Patents, trademarks, and other intangible assets		466,267.	451,166.
d Less accumulated amortization for lines 11a, b, and c		(490,695.)	(476,694.)
12 Other assets (attach schedule)	SEE STATEMENT 5	240,149.	203,368.
13 Total assets		4,865,099.	4,236,405.
Liabilities and Stockholders' Equity			
14 Accounts payable		497,941.	300,992.
15 Other current liabilities (attach schedule)	SEE STATEMENT 6	-26,632.	-332,737.
16 Loans from stockholders and other related persons		4,084,680.	4,231,273.
17 Other liabilities (attach schedule)	SEE STATEMENT 7	0.	0.
18 Capital stock:			
a Preferred stock			
b Common stock		124,434.	120,404.
19 Paid-in or capital surplus (attach reconciliation)			0.
20 Retained earnings		184,676.	-83,527.
21 Less cost of treasury stock			
22 Total liabilities and stockholders' equity		4,865,099.	4,236,405.